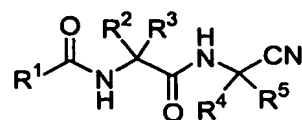


What is Claimed:

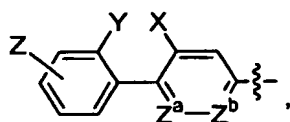
1. A compound of Formula (I):



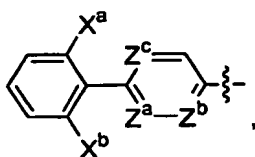
5 wherein:

R^1 is a group of formula:

(i)

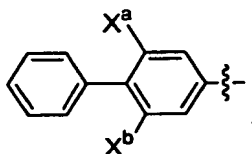


(ii)

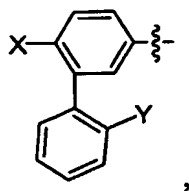


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(iii)

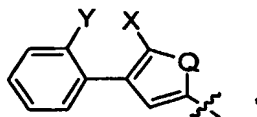


(iv)

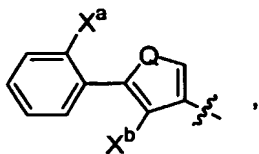


15

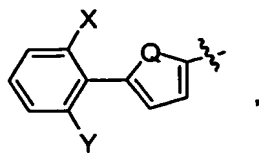
(v)



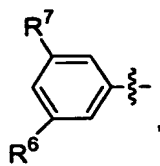
(vi)



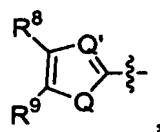
(vii)



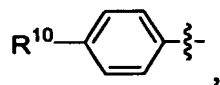
(viii)



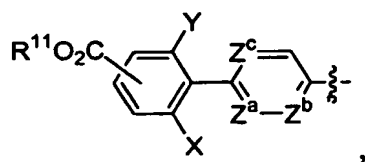
(ix)



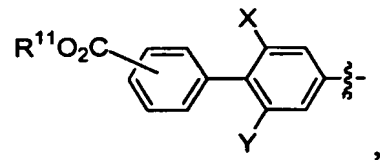
(x)



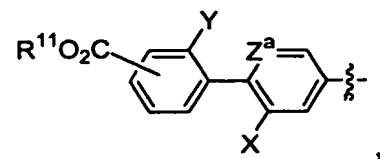
(xi)



(xii)

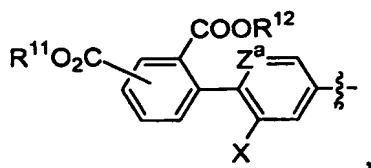


(xiii)

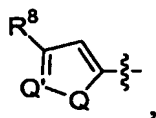


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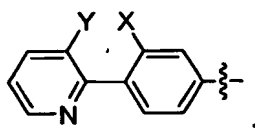
(xiv)



(xv)



5 (xvi)



(xvii) 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl;

(xviii) 1-methyl-1H-thieno[2,3-c]pyrazol-5-yl where the 3-position of the pyrazole ring is substituted with alkyl, haloalkyl, or phenyl optionally substituted with alkyl, halo, haloalkyl,

10 haloalkoxy, or alkoxy;

(xix) 4-(3,5-dimethyloxazol-4-yl)phenyl; or

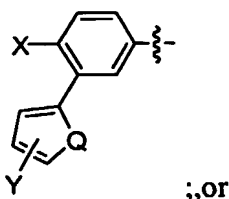
(xx) 4-(5-carboxy-2-methylthiophen-3-yl)phenyl;

(xxi) biphen-4-yl;

(xxii) 4-alkoxycarbonylbiphen-4-yl;

15 (xxiii) 4-carboxybiphen-4-yl;

(xxiii)



;,or

(xxiv) 4-(5-carboxy-2-halothiophen-3-yl)phenyl;

where:

20 Z^a and Z^b are independently $-CX-$ or $-N-$ and Z^c is selected from $-CH-$ and $-N-$ provided that if an R^1 group contains Z^a , Z^b , and Z^c simultaneously then, when Z^c is $-N-$, then Z^a is $-N-$ or $-CX-$ and Z^b is $-CH-$; and when Z^b is $-N-$ then both Z^a and Z^c cannot be $-N-$ simultaneously;

Q is $-NR-$ where R is hydrogen or alkyl, $-O-$, or $-S-$;

Q' is -CH- or -N-;

X and Y are independently selected from hydrogen, halo, alkyl, alkoxy, haloalkyl, or haloalkoxy provided that both X and Y are not simultaneously hydrogen;

Z is hydrogen, halo, alkyl, alkoxy, haloalkyl, or haloalkoxy;

5 X^a and X^b are independently selected from alkyl, halo, alkoxy, haloalkyl, or haloalkoxy;

R² is selected from the group consisting of hydrogen, cyclopentyl, cyclohexyl, cycloheptyl, methyl, ethyl, *n*-propyl, 2-propyl, 2-methylpropyl, 2-ethylbutyl, 3-methylbutyl, thiazolylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2,4,4-trimethylpentyl, 1-methylindol-3-ylmethyl, 4-methylindol-3-ylmethyl, 2-naph-1-ylpropyl, benzyloxymethyl, 2-cyclohexylpropyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), benzyl (where the phenyl ring in the benzyl group is optionally substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkoxy, aminoalkoxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino; or dialkylamino), heteroaryl(C₃₋₆)alkyl, and 1-heteroaryl(C₃₋₆)cycloalkylmethyl, and furthermore wherein the alkyl chain in the above groups is optionally substituted with one to six halo;

R³ is hydrogen; or

R² and R³ together with the carbon atom to which they are attached form (C₄₋₈)-cycloalkylene, (C₄₋₈)cycloalkenylene or spirocycloalkylene wherein said (C₄₋₈)cycloalkylene, (C₄₋₈)cycloalkenylene or spirocycloalkylene is optionally substituted with one or two alkyl, alkylidene, or alkenyl;

R⁴ is hydrogen;

R⁵ is hydrogen, alkyl or heteroaryl optionally substituted with alkyl, halo, haloalkyl, haloalkoxy, or alkoxy; or

30 R⁴ and R⁵ together with the carbon atom to which they are attached form cycloalkylene or heterocycloalkylene;

R^6 and R^7 are independently selected from phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R^8 is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R^9 is halo, phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R^{10} is a branched alkyl chain of 4-6 carbon atoms or trifluoroalkoxy; and

each R^{11} and R^{12} are independently hydrogen or alkyl;

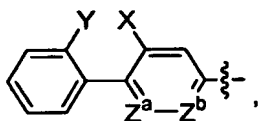
or a pharmaceutically acceptable salt thereof.

2. The compound of Claim 1 wherein:

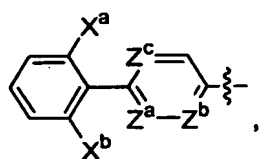
wherein:

R^1 is a group of formula:

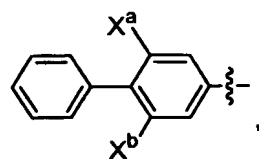
(i)



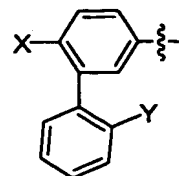
(ii)



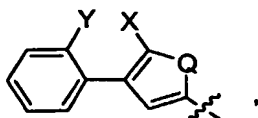
(iii)



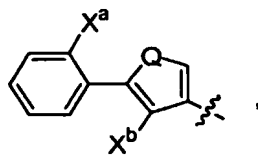
(iv)



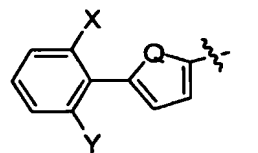
(v)



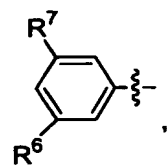
(vi)



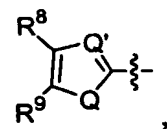
(vii)



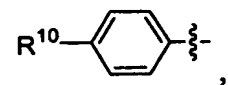
(viii)



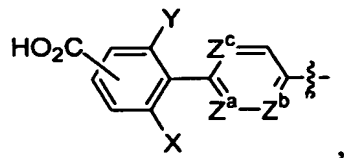
(ix)



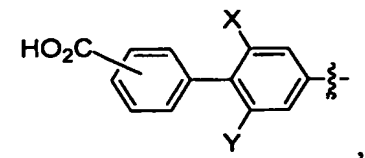
(x)



(xi)

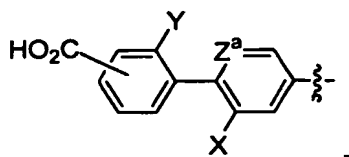


(xii)

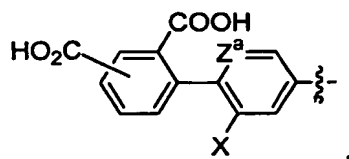


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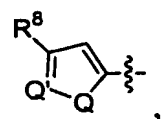
(xiii)



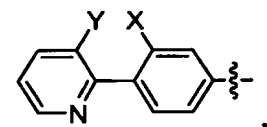
(xiv)



5 (xv)



(xvi)



(xvii) 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl;

10 (xviii) 1-methyl-3-trifluoromethyl-1H-thieno[2,3-c]pyrazol-5-yl;

(xix) 4-(3,5-dimethyloxazol-4-yl)phenyl; or

(xx) 4-(5-carboxy-2-methylthiophen-3-yl)phenyl;

where:

15 Z^a is $-CX-$ or $-N-$ and Z^b and Z^c are independently selected from $-CH-$ and $-N-$ provided that if an R^1 group contains Z^a , Z^b , and Z^c simultaneously then, when Z^c is $-N-$, then Z^a is $-N-$ or $-CX-$ and Z^b is $-CH-$; and when Z^b is $-N-$ then both Z^a and Z^c cannot be $-N-$ simultaneously;

Q is $-NR-$ where R is hydrogen or alkyl, $-O-$, or $-S-$;

Q' is $-CH-$ or $-N-$;

20 X and Y are independently selected from hydrogen, halo, alkyl, alkoxy, haloalkyl, or haloalkoxy provided that both X and Y are not simultaneously hydrogen;

X^a and X^b are independently selected from alkyl, halo, alkoxy, haloalkyl, or haloalkoxy;

R^2 is selected from the group consisting of hydrogen, cyclopentyl, cyclohexyl, cycloheptyl, methyl, ethyl, *n*-propyl, 2-propyl, 2-methylpropyl, 2-ethylbutyl, 3-methylbutyl, thiazolylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-

1-ylmethyl, tetrazol-1-ylmethyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), benzyl (where the phenyl ring in the benzyl group is optionally substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino), heteroaryl(C₃₋₆)alkyl, and 1-heteroaryl(C₃₋₆)cycloalkylmethyl, and furthermore wherein the alkyl chain in the above groups is optionally substituted with one to six halo;

R³ is hydrogen; or

R² and R³ together with the carbon atom to which they are attached form (C₄₋₈)cycloalkylene, (C₄₋₈)cycloalkenylene or spirocycloalkylene wherein said (C₄₋₈)cycloalkylene, (C₄₋₈)cycloalkenylene or spirocycloalkylene is optionally substituted with one or two alkyl, alkylidene, or alkenyl;

R⁴ is hydrogen;

R⁵ is hydrogen or alkyl; or

R⁴ and R⁵ together with the carbon atom to which they are attached form cycloalkylene or heterocycloalkylene;

R⁶ and R⁷ are independently selected from phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R⁸ and R⁹ are independently selected from phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl; and

R¹⁰ is a branched alkyl chain of 4-6 carbon atoms or trifluoroalkoxy;

or a pharmaceutically acceptable salt thereof.

3. The compound of Claim 1 or 2 wherein R³, R⁴ and R⁵ are hydrogen and R² is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl,

pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naph-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

4. The compound of Claim 1 or 2 wherein R^3 is hydrogen and R^4 and R^5 together with the carbon atom to which they are attached form cycloalkylene and R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naph-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

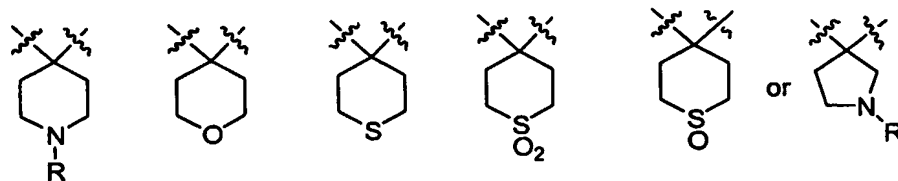
5. The compound of Claim 1 or 2 wherein R^3 is hydrogen and R^4 and R^5 together with the carbon atom to which they are attached form cyclopropylene and R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-

ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

6. The compound of Claim 1 or 2 wherein R^3 is hydrogen and R^4 and R^5 together with the carbon atom to which they are attached form heterocycloalkylene and R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

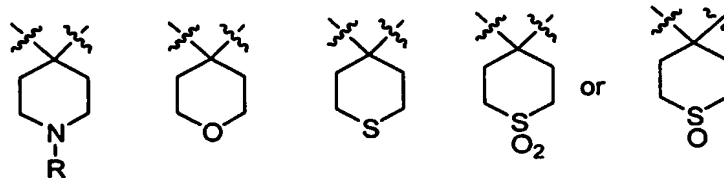
7. The compound of Claim 1 or 2 wherein R^3 is hydrogen, R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-

- ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 5 benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, 10 alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino, and R^4 and R^5 together with the carbon atom to which they are attached form:



wherein R is hydrogen, alkyl, haloalkyl or cycloalkyl.

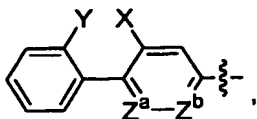
- 15 8. The compound of Claim 7 wherein R^4 and R^5 together with the carbon atom to which they are attached form:



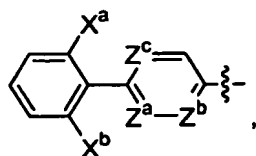
wherein R is methyl, ethyl, 2,2,2-trifluoroethyl, or cyclopropyl.

9. The compound of any of the Claims 1-8 wherein R^2 is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.
10. The compound of any of the Claims 1-8 wherein R^1 is:

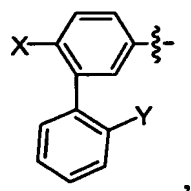
(i)



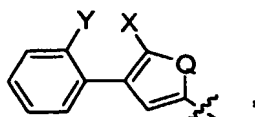
25 (ii)



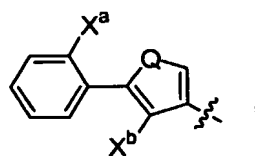
(iv)



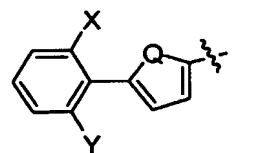
5 (v)



(vi)

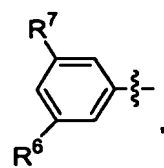


(vii)

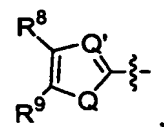


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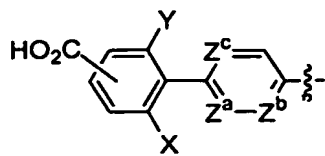
(viii)



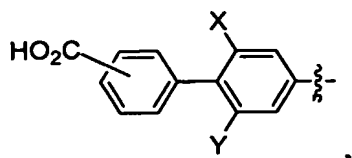
(ix)



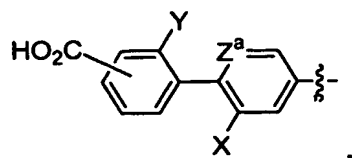
15 (xi)



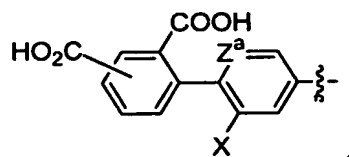
(xii)



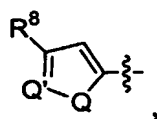
(xiii)



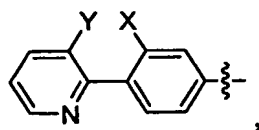
(xiv)



(xv)



10 (xvi)



(xvii) 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl;

(xix) 4-(3,5-dimethyloxazol-4-yl)phenyl; or

(xx) 4-(5-carboxy-2-methylthiophen-3-yl)phenyl;

15 wherein:

X is hydrogen, chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

Y is chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

X^a, and X^b are independently selected from methyl, chloro, fluoro, methoxy, trifluoromethyl, or trifluoromethoxy;

R⁶ is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R⁷ is 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, or 2-haloalkoxyphenyl;

5 R⁸ is 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, or 2-haloalkoxyphenyl; and

R⁹ is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl.

11. The compound of Claim 10 wherein R² is preferably selected from the group consisting of
 10 cyclohexyl, cycloheptyl, thiazol-2-ylmethyl, 2-ethylbutyl, pyrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 2-naph-1-ylpropyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-methyl-2-(2-methoxyphenyl)propyl, 2-(2-methoxyphenyl)propyl, 4-methylindol-3-ylmethyl, 2-(2,5-dimethylphenyl)propyl, benzyloxymethyl, 2-(2,4-dimethylphenyl)propyl, 2-(2,4-dichlorophenyl)-propyl, 2,6-difluorobenzyl, 2,5-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, and
 15 2,3-difluorobenzyl.

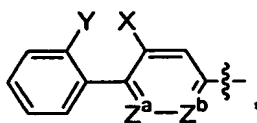
12. The compound of Claim 10 wherein R² is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.

13. The compound of Claim 10, 11 or 12 wherein R¹ is 2'-chlorobiphen-4-yl, 3,2'-
 20 dichlorobiphen-4-yl, 2',6'-dichlorobiphen-4-yl, 2',6'-dimethylbiphen-4-yl, 2'-methylbiphen-4-yl, 2'-fluorobiphen-4-yl; 2-(2-methylphenyl)furan-5-yl, 2-(2-methoxyphenyl)furan-5-yl, 3-methoxy-2-(2-methylphenyl)thiophen-4-yl, 3-methoxy-2-(2-methoxyphenyl)thiophen-4-yl, 2,3-di(2-methoxyphenyl)thiophen-5-yl, 3,5-di(2-methoxyphenyl)phenyl, 3,5-di(3-methoxyphenyl)phenyl, 2,3-di(2-methylphenyl)thiophen-5-yl, 4-(2-methylphenyl)thiophen-2-yl, 4-(2-
 25 methoxyphenyl)thiophen-2-yl, 2'-chlorobiphen-3-yl, 2'-methyl-4-chlorobiphen-3-yl, 3,5-di(2-chlorophenyl)phenyl, 2,3-di(2-chlorophenyl)thiophen-5-yl, 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl, 2-(2,6-dichlorophenyl)furan-5-yl, 3-trifluoromethyl-1-methylthieno[2,3-c]pyrazol-5-yl, 2'-methoxybiphen-4-yl, 2'-trifluoromethylbiphen-4-yl, 2'-methyl-3-chlorobiphen-4-yl, 2-(2-chlorophenyl)pyridin-5-yl, 2-(2,6-dichlorophenyl)pyridin-5-yl, 2-(2-
 30 trifluoromethylphenyl)pyridin-5-yl, 4-(3-methylpyridin-2-yl)phenyl, 2-(2-chlorophenyl)-3-chloropyridin-5-yl, 2-(2,6-dichlorophenyl)-3-chloropyridin-5-yl, 4'-carboxy-2'-chlorobiphen-4-yl, 4'-carboxy-2'-fluorobiphen-4-yl, 4'-carboxy-2'-methylbiphen-4-yl, 5'-carboxy-2'-chlorobiphen-4-

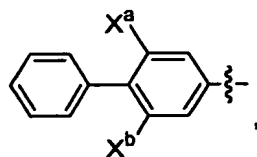
yl, 5'-carboxy-2'-methylbiphen-4-yl, 2-(4-carboxy-2-chlorophenyl)pyridin-5-yl, 2-(5-carboxy-2-chlorophenyl)pyridin-5-yl, 4-(5-carboxy-2-methylthiophen-3-yl)phenyl, 4-(3-methoxyphenyl)thiophen-2-yl, 3-(2-chlorophenyl)isoxazol-5-yl, or 4-(3-methylpyridin-2-yl)phenyl, 4-(2-chlorophenyl)thiophen-2-yl, 3-chloro-2'-methylbiphen-4-yl, 1-oxo-2-(2,6-dichlorophenyl)pyridin-5-yl, 1-oxo-2-(2-methylphenyl)pyridin-5-yl, 4'-carboxy-2'-methylbiphen-4-yl, 1-oxo-3-chloro-2-(2-chlorophenyl)pyridin-5-yl, 3-chloro-2-(2-trifluoromethylphenyl)pyridin-5-yl, 3-chloro-2-(2-methylphenyl)pyridin-5-yl, 1-oxo-2-(2-chlorophenyl)pyridin-5-yl, 4'-carboxy-2'6'-dichlorobiphen-4-yl, or 4'-carboxy-3,2'-dichlorobiphen-4-yl.

14. The compound of any of the Claims 1-8 wherein R¹ is a group of formula:

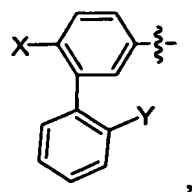
10 (i)



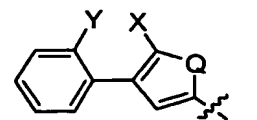
(iii)



15 iv)

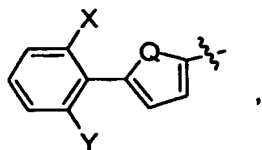


(v)

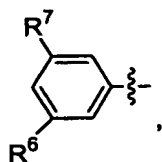


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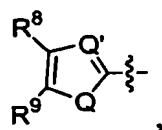
(vii)



(viii)

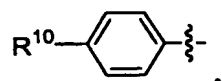


(ix)

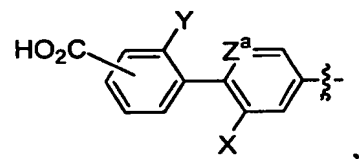


5

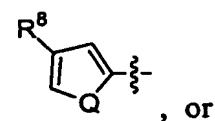
(x)



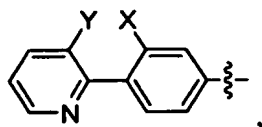
(xiii)



10 (xv)



(xvi)



where:

15

X is chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

Y is hydrogen;

X^a, and X^b are independently selected from methyl, chloro, fluoro, methoxy, trifluoromethyl, or trifluoromethoxy;

R⁶ and R⁷ are phenyl;

R⁸ are independently selected from phenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;

R⁹ is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl; and

R¹⁰ is a branched alkyl chain of 4-6 carbon atoms or trifluoroalkoxy.

15. The compound of Claim 14 wherein R² is preferably selected from the group consisting of cyclohexyl, cycloheptyl, thiazol-2-ylmethyl, 2-ethylbutyl, pyrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 2-naph-1-ylpropyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-methyl-2-(2-methoxyphenyl)propyl, 2-(2-methoxyphenyl)propyl, 4-methylindol-3-ylmethyl, 2-(2,5-dimethylphenyl)propyl, benzyloxymethyl, 2-(2,4-dimethylphenyl)propyl, 2-(2,4-dichlorophenyl)-propyl, 2,6-difluorobenzyl, 2,5-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, and 2,3-difluorobenzyl.

16. The compound of Claim 14 wherein R² is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.

17. The compound of Claim 14, 15 or 16 wherein R¹ is 4-trifluoromethoxyphenyl, 4-(2-butyl)phenyl, 3,5-diphenylphenyl, 2,3-diphenylthiophen-5-yl, 3,5-di(thiophen-3-yl)phenyl, 3,5-di(pyridin-4-yl)phenyl, 4-*tert*-butylphenyl, 2,3-di(furan-2-yl)thiophen-5-yl, 3,5-di(furan-2-yl)phenyl, 2,3-diphenylthiophen-5-yl, 4,5-diphenylthiazol-2-yl, or 3-methylbiphen-4-yl.

18. The compound of Claim 1 wherein R³, R⁴ and R⁵ are hydrogen and R² is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naph-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy,

alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

19. The compound of Claim 1 wherein R³ is hydrogen and R⁴ and R⁵ together with the carbon atom to which they are attached form cycloalkylene and R² is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

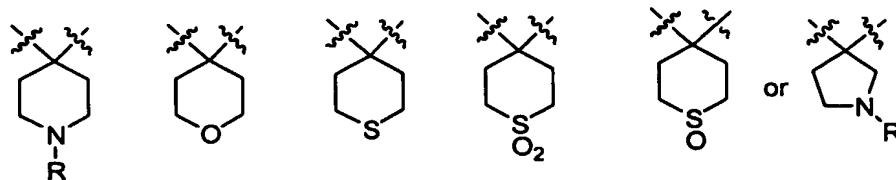
20. The compound of Claim 1 wherein R³ is hydrogen and R⁴ and R⁵ together with the carbon atom to which they are attached form cyclopropylene and R² is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkyloxy, aminoalkyloxy, alkoxyalkylthio,

aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

21. The compound of Claim 1 wherein R^3 is hydrogen and R^4 and R^5 together with the carbon atom to which they are attached form heterocycloalkylene and R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy, alkoxyalkoxy, aminoalkoxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino, alkylamino, or dialkylamino.

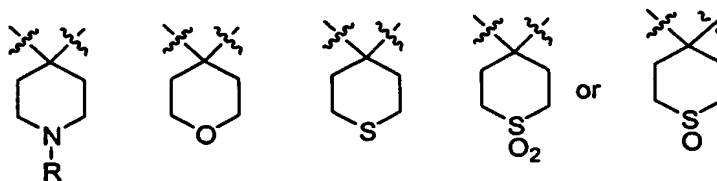
22. The compound of Claim 1 wherein R^3 is hydrogen, R^2 is selected from the group consisting of cyclopentyl, cyclohexyl, cycloheptyl, 2-ethylbutyl, thiazol-2-ylmethyl, pyrazol-1-ylmethyl, 1,2,3-triazol-1-ylmethyl, 1,2,4-triazol-1-ylmethyl, pyrrol-1-ylmethyl, imidazol-1-ylmethyl, tetrazol-1-ylmethyl, 2-pyridin-2-ylpropyl, 2-methyl-2-pyridin-2-ylpropyl, 1-pyridin-2-ylcyclopropylmethyl, 1-pyridin-2-ylcyclobutylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 4-methylindol-3-ylmethyl, 2-naphth-1-ylpropyl, benzyloxymethyl, 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-phenylbutyl (wherein the phenyl group in 1-phenylcyclopropylmethyl, 1-phenylcyclobutylmethyl, benzyloxymethyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, or 2-phenylbutyl is optionally substituted with one or two substituents independently selected from alkyl, halo, haloalkoxy, haloalkyl, or alkoxy), and benzyl where the phenyl ring in the benzyl group is substituted at the 2 and 6 positions with groups independently selected from alkyl, halo, haloalkyl, alkoxy or haloalkoxy and at the 4 position with hydrogen, alkyl, halo, haloalkyl, alkoxy, alkoxyalkoxy, aminoalkoxy, alkoxyalkylthio, aminoalkylthio, haloalkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cyano, amino,

alkylamino, or dialkylamino, and R^4 and R^5 together with the carbon atom to which they are attached form:



wherein R is hydrogen, alkyl, haloalkyl or cycloalkyl.

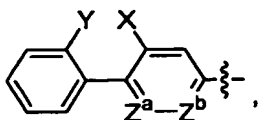
- 5 23. The compound of Claim 1 wherein R^4 and R^5 together with the carbon atom to which they are attached form:



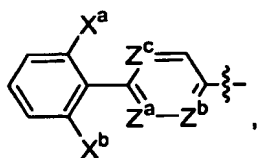
wherein R is methyl, ethyl, 2,2,2-trifluoroethyl, or cyclopropyl.

24. The compound of any of the Claims 18-23 wherein R^2 is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.
- 10 25. The compound of any of the Claims 18-23 wherein R^1 is:

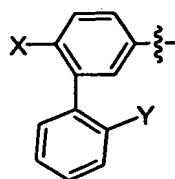
(i)



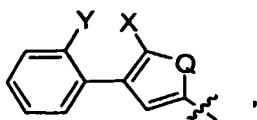
15 (ii)



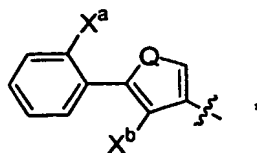
(iv)



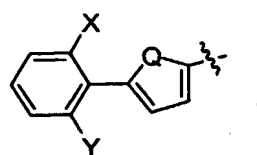
(v)



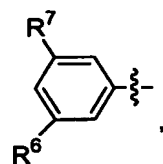
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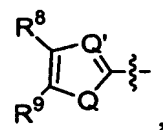
5 (vii)



(viii)

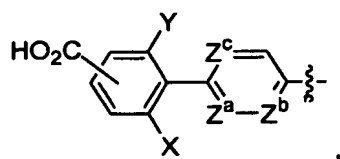


(ix)

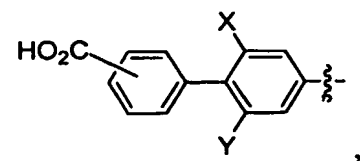


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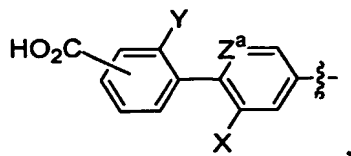
(xi)



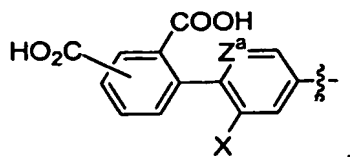
(xii)



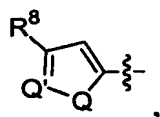
15 (xiii)



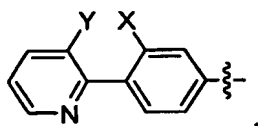
(xiv)



(xv)



(xvi)



(xvii) 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl;

(xix) 4-(3,5-dimethyloxazol-4-yl)phenyl; or

10 (xx) 4-(5-carboxy-2-methylthiophen-3-yl)phenyl;

wherein:

X is hydrogen, chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

Y is chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

 X^a , and X^b are independently selected from methyl, chloro, fluoro, methoxy,

15 trifluoromethyl, or trifluoromethoxy;

 R^6 is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl; R^7 is 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, or 2-haloalkoxyphenyl;20 R^8 is 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, or 2-haloalkoxyphenyl; and R^9 is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl.

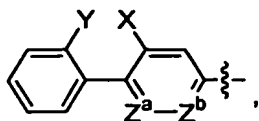
26. The compound of Claim 25 wherein R² is preferably selected from the group consisting of cyclohexyl, cycloheptyl, thiazol-2-ylmethyl, 2-ethylbutyl, pyrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 2-naph-1-ylpropyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-methyl-2-(2-methoxyphenyl)propyl, 2-(2-methoxyphenyl)propyl, 4-methylindol-3-ylmethyl, 2-(2,5-dimethylphenyl)propyl, benzyloxymethyl, 2-(2,4-dimethylphenyl)propyl, 2-(2,4-dichlorophenyl)-propyl, 2,6-difluorobenzyl, 2,5-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, and 2,3-difluorobenzyl.

27. The compound of Claim 25 wherein R² is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.

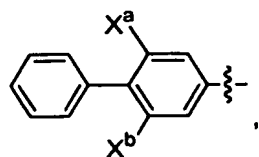
28. The compound of Claim 26 wherein R¹ is 2'-chlorobiphen-4-yl, 3,2'-dichlorobiphen-4-yl, 2',6'-dichlorobiphen-4-yl, 2',6'-dimethylbiphen-4-yl, 2'-methylbiphen-4-yl, 2'-fluorobiphen-4-yl; 2-(2-methylphenyl)furan-5-yl, 2-(2-methoxyphenyl)furan-5-yl, 3-methoxy-2-(2-methylphenyl)thiophen-4-yl, 3-methoxy-2-(2-methoxyphenyl)thiophen-4-yl, 2,3-di(2-methoxyphenyl)thiophen-5-yl, 3,5-di(2-methoxyphenyl)phenyl, 3,5-di(3-methoxyphenyl)phenyl, 2,3-di(2-methylphenyl)thiophen-5-yl, 4-(2-methylphenyl)thiophen-2-yl, 4-(2-methoxyphenyl)thiophen-2-yl, 2'-chlorobiphen-3-yl, 2'-methyl-4-chlorobiphen-3-yl, 3,5-di(2-chlorophenyl)phenyl, 2,3-di(2-chlorophenyl)thiophen-5-yl, 1-(4-aminosulfonylphenyl)-5-(4-chlorophenyl)pyrazol-3-yl, 2-(2,6-dichlorophenyl)furan-5-yl, 3-trifluoromethyl-1-methylthieno[2,3-c]pyrazol-5-yl, 2'-methoxybiphen-4-yl, 2'-trifluoromethylbiphen-4-yl, 2'-methyl-3-chlorobiphen-4-yl, 2-(2-chlorophenyl)pyridin-5-yl, 2-(2,6-dichlorophenyl)pyridin-5-yl, 2-(2-trifluoromethylphenyl)pyridin-5-yl, 4-(3-methylpyridin-2-yl)phenyl, 2-(2-chlorophenyl)-3-chloropyridin-5-yl, 2-(2,6-dichlorophenyl)-3-chloropyridin-5-yl, 4'-carboxy-2'-chlorobiphen-4-yl, 4'-carboxy-2'-fluorobiphen-4-yl, 4'-carboxy-2'-methylbiphen-4-yl, 5'-carboxy-2'-chlorobiphen-4-yl, 5'-carboxy-2'-methylbiphen-4-yl, 2-(4-carboxy-2-chlorophenyl)pyridin-5-yl, 2-(5-carboxy-2-chlorophenyl)pyridin-5-yl, 4-(5-carboxy-2-methylthiophen-3-yl)phenyl, 4-(3-methoxyphenyl)thiophen-2-yl, 3-(2-chlorophenyl)isoxazol-5-yl, or 4-(3-methylpyridin-2-yl)phenyl, 4-(2-chlorophenyl)thiophen-2-yl, 3-chloro-2'-methylbiphen-4-yl, 1-oxo-2-(2,6-dichlorophenyl)pyridin-5-yl, 1-oxo-2-(2-methylphenyl)pyridin-5-yl, 4'-carboxy-2'-methylbiphen-4-yl, 1-oxo-3-chloro-2-(2-chlorophenyl)pyridin-5-yl, 3-chloro-2-(2-trifluoromethylphenyl)pyridin-5-yl, 3-chloro-2-(2-methylphenyl)pyridin-5-yl, 1-oxo-2-(2-chlorophenyl)pyridin-5-yl, 4'-carboxy-2'6'-dichlorobiphen-4-yl, or 4'-carboxy-3,2'-dichlorobiphen-4-yl.

29. The compound of any of the Claims 18-23 wherein R^1 is a group of formula:

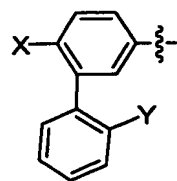
(i)



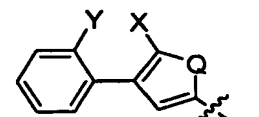
5 (iii)



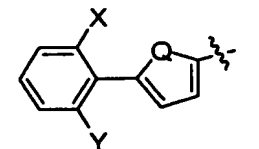
(iv)



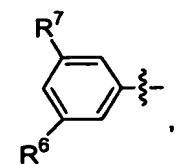
10 (v)



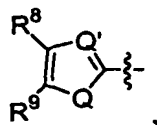
(vii)



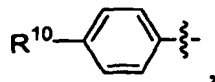
15 (viii)



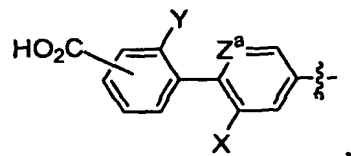
(ix)



(x)

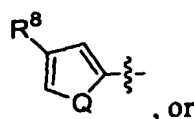


(xiii)

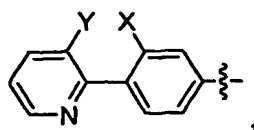


5

(xv)



(xvi)



10 where:

X is chloro, methyl, methoxy, trifluoromethyl, or trifluoromethoxy;

Y is hydrogen;

X^a, and X^b are independently selected from methyl, chloro, fluoro, methoxy,

trifluoromethyl, or trifluoromethoxy;

15 R⁶ and R⁷ are phenyl;R⁸ are independently selected from phenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl;R⁹ is phenyl, 2-alkoxyphenyl, 3-alkoxyphenyl, 2-halophenyl, 2-alkylphenyl, 2-haloalkylphenyl, 2-haloalkoxyphenyl, furan-2-yl, thiophen-3-yl, or pyridin-4-yl; andR¹⁰ is a branched alkyl chain of 4-6 carbon atoms or trifluoroalkoxy.

20 30. The compound of Claim 29 wherein R² is preferably selected from the group consisting of cyclohexyl, cycloheptyl, thiazol-2-ylmethyl, 2-ethylbutyl, pyrazol-1-ylmethyl, 2-methylpropyl, 2,4,4-trimethylpentyl, 2-naphth-1-ylpropyl, 2-phenylprop-2-enyl, 2-phenyl-2-methylpropyl, 2-phenylpropyl, 2-methyl-2-(2-methoxyphenyl)propyl, 2-(2-methoxyphenyl)propyl, 4-methylindol-3-

ylmethyl, 2-(2,5-dimethylphenyl)propyl, benzyloxymethyl, 2-(2,4-dimethylphenyl)propyl, 2-(2,4-dichlorophenyl)-propyl, 2,6-difluorobenzyl, 2,5-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, and 2,3-difluorobenzyl.

31. The compound of Claim 30 wherein R² is 2,6-difluorobenzyl, 2,6-difluoro-4-methoxybenzyl, 2(*S*)-phenylpropyl, 2(*R*)-phenylpropyl, 2-methylpropyl, 2-methyl-2-phenylpropyl, 2-phenylethyl, 2-phenylprop-2-enyl, benzyl, or thiazol-2-ylmethyl.

32. The compound of Claim 30 wherein R¹ is 4-trifluoromethoxyphenyl, 4-(2-butyl)phenyl, 3,5-diphenylphenyl, 2,3-diphenylthiophen-5-yl, 3,5-di(thiophen-3-yl)phenyl, 3,5-di(pyridin-4-yl)phenyl, 4-*tert*-butylphenyl, 2,3-di(furan-2-yl)thiophen-5-yl, 3,5-di(furan-2-yl)phenyl, 2,3-diphenylthiophen-5-yl, 4,5-diphenylthiazol-2-yl, or 3-methylbiphen-4-yl.

33. A pharmaceutical composition comprising a compound of any of the Claims 1-33 pharmaceutically acceptable excipient.

34. A method of treating a disease in a patient mediated by cathepsin B, K, L, F, and/or S which method comprises administering to said patient a pharmaceutical composition comprising a compound of any of the Claims 1-33 and a pharmaceutically acceptable excipient.

35. The method of Claim 34 wherein the disease is Alzheimer's disease, a cardiovascular disease, a respiratory disease, osteoporosis, and an autoimmune disease.

36. The method of Claim 34 wherein the disease is asthma, rheumatoid arthritis, systemic lupus erythematosus, Crohn's disease, ulcerative colitis, multiple sclerosis.

37. Use of a compound of any of the Claims 1-33 in the preparation of a medicament for the treatment of a disease mediated by Cathepsin B, K, L, F, and/or S.